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Securities Code: 1719

June 3, 2022

To our shareholders:

Masato Fukutomi  
Representative Director and President  
**HAZAMA ANDO CORPORATION**  
1-9-1, Higashi-Shimbashi, Minato-ku, Tokyo

## **Notice of the Annual General Meeting of Shareholders for the FYE March 31, 2022**

Please be kindly informed that the Annual General Meeting of Shareholders of HAZAMA ANDO CORPORATION (the “Company”) for the FYE March 31, 2022 will be held as indicated below.

In light of the situation of the novel coronavirus infection (COVID-19), we have decided to hold this General Meeting of Shareholders upon implementing an appropriate selection of infection control measures.

In order to minimize the risk of infection as much as possible, **we request that all shareholders exercise their voting rights in advance in writing or via the Internet, etc., and recommend that shareholders refrain from visiting the venue on the day of the General Meeting of Shareholders.**

With regards to exercising your voting rights in advance, please review the attached Reference Documents for General Meeting of Shareholders, and then return the voting form to the Company by postal mail or enter your approval or disapproval of the proposals via the Internet as instructed below so that your vote is received by 5:15 p.m. on Tuesday, June 28, 2022 (JST).

This year, even if you do not attend the General Meeting of Shareholders, you can watch the General Meeting of Shareholders live on your computer or smartphone, etc.

- 1. Date and Time:** Wednesday, June 29, 2022, at 10:00 a.m. (JST)  
**2. Venue:** Head Office of the Company (Conference room on 4F)  
1-9-1, Higashi-Shimbashi, Minato-ku, Tokyo  
\*Please be sure to check the venue because the venue is different from last year due to the relocation of the head office.

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the FYE March 31, 2022 (from April 1, 2021 to March 31, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the FYE March 31, 2022 (from April 1, 2021 to March 31, 2022)

#### **Matters to be resolved:**

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Partial Amendments to the Articles of Incorporation  
**Proposal No. 3** Election of Twelve (12) Board Directors  
**Proposal No. 4** Election of One (1) Audit & Supervisory Board Member  
**Proposal No. 5** Election of One (1) Substitute Audit & Supervisory Board Member

#### 4. Instructions for Exercising Voting Rights

(1) Voting in writing

Please indicate your approval or disapproval of each proposal in the enclosed voting form, and then return the form by postal mail so that your vote is received by 5:15 p.m. on Tuesday, June 28, 2022 (JST).

(2) Voting via the Internet

Please access the Company's designated website for voting (<https://evote.tr.mufg.jp/>) from your computer, smartphone, etc., use the "login ID" and "temporary password" which are provided on the enclosed voting form, and enter your approval or disapproval of each proposal following the instruction on the screen by 5:15 p.m. on Tuesday, June 28, 2022 (JST).

For details on how to exercise voting rights, please see "Instructions for Exercise of Voting Rights via the Internet" on page 5 (Japanese only).

(3) Duplication of votes

If you have exercised your voting rights both by mailing and via the Internet, only the exercise of voting rights via the Internet shall be deemed valid.

In addition, if you have exercised your voting rights more than once via the Internet, only the final exercise of the voting rights shall be deemed effective.

(4) Exercising Voting Rights by Proxy

Pursuant to the provision of Article 17 of the Articles of Incorporation of the Company, you may exercise your voting rights by designating another shareholder with voting rights in the Company to exercise your voting rights as your proxy. In this case, the shareholder or proxy must submit to the Company a written statement attesting to the right of proxy.

- If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk upon your arrival.
- The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
- This Notice of the Annual General Meeting of Shareholders is posted on the website of the Company and the Tokyo Stock Exchange (Japanese and English).
- Pursuant to the relevant laws and regulations and the provision of Article 15 of the Articles of Incorporation of the Company, the following among documents to be attached to the notice of this Annual General Meeting of Shareholders, are posted on the Company's website (<https://www.ad-hzm.co.jp/ir/convocation/>) and are not attached to this notice.

(1) Notes to Consolidated Financial Statements, (2) Notes to Non-consolidated Financial Statements

These items are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing their respective audit reports.
- If any changes have been made to the items on the Reference Documents for General Meeting of Shareholders as well as the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, such changes will be posted on the Company's website (<https://www.ad-hzm.co.jp/ir/announce/>).

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company enhances sustained improvement of corporate value and both investment and internal reserves for future growth from the medium- and long-term perspective, and also maintains a basic policy to pay dividends to its shareholders on a stable and continual basis taking into consideration the Company's business performance, consolidated financial results, future profit forecast, etc.

The Company has given comprehensive consideration to matters including the business performance, financial results, etc. for the FYE March 31, 2022, and proposes to pay a year-end dividend of ¥20 per share. Accordingly, including the interim dividend of ¥20 per share, the annual dividend for the FYE March 31, 2022 will total ¥40 per share.

#### Year-end dividends

1. Type of dividend property  
Cash
2. Allotment of dividend property to shareholders and their aggregate amount  
¥20 per common share of the Company  
Total payment: ¥3,392,195,920
3. Effective date of dividends of surplus  
June 30, 2022

**Proposal No. 2 Partial Amendments to the Articles of Incorporation**

1. Reasons for the Amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of the Amendments

The details of the amendments are as follows.

(Amended sections are underlined.)

| Current Articles of Incorporation  | Proposed Amendments  |
|--|--|
| <p><u>(Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p>&lt;Newly established&gt;</p> | <p>&lt;Deleted&gt;</p> <p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> |

<Newly established>

(Supplementary provisions)

1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before the amendment by the resolution at the Annual General Meeting of Shareholders as of June 29, 2022 (“Articles of Incorporation before Amendment”) and the establishment of the Article 15 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation after the amendment by the resolution at the Annual General Meeting of Shareholders shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).
2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation before Amendment shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.
3. These supplementary provisions shall be deleted on the day on which six months have elapsed from the Effective Date or three months have elapsed from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

**Proposal No. 3** Election of Twelve (12) Board Directors

At the conclusion of this meeting, the terms of office of all 9 currently serving Board Directors will expire. Then, the Company requests to increase the number of Board Directors by 3, including 1 External Board Director, to further enhance the Company's management system toward the enhancement of supervisory function of the Board of Directors and the realization of long-term vision. Therefore, the Company proposes the election of 12 Board Directors, including four External Board Directors.

The candidates for Board Director are as follows. Please refer to pages 8 through 21 for their career summaries, etc. and page 22 for the Skill Matrix of the Board of Directors consisting of candidates for Board Directors.

| Candidate No. | Name            | Current position in the Company  | Tenure (At the end of this meeting) | Attendance rate at board meetings | Remarks   |
|---------------|-----------------|--|-------------------------------------|-----------------------------------|---|
| 1             | Masato Fukutomi | Representative Director and President  | 5 years                             | 100%                              | Reelection  |
| 2             | Toru Ikegami    | Board Director and Vice President<br>Supervising Construction Division   | 6 years                             | 100%                              | Reelection  |
| 3             | Muneo Gomi      | Board Director and Vice President<br>Supervising Business Development Division   | 3 years                             | 100%                              | Reelection  |
| 4             | Atsushi Sugao   | Vice President<br>In charge of inspections   | –                                   | –                                 | New candidate   |
| 5             | Shinya Miyamori | Board Director and Senior Managing Executive Officer<br>In charge of Finance Director of Administration Division, in charge of Disaster Management | 5 years                             | 100%                              | Reelection  |
| 6             | Ichiro Kato     | Board Director and Managing Executive Officer<br>Director of Construction Division   | 1 year                              | 100%                              | Reelection  |
| 7             | Takeshi Komatsu | Board Director and Managing Executive Officer<br>Director of Business Development Division   | 1 year                              | 100%                              | Reelection  |
| 8             | Kazuhiko Kuniya | Managing Executive Officer<br>In charge of Information Director of Corporate Strategy Division   | –                                   | –                                 | New candidate   |
| 9             | Masami Fujita   | Board Director (Part-time)   | 5 years                             | 100%                              | Reelection<br>External Board Director<br>Independent officer    |
| 10            | Mariko Kitagawa | Board Director (Part-time)   | 5 years                             | 100%                              | Reelection<br>External Board Director<br>Independent officer    |
| 11            | Mieko Kuwayama  | Board Director (Part-time)   | 4 years                             | 100%                              | Reelection<br>External Board Director<br>Independent officer    |
| 12            | Rie Kawaguchi   | –  | –                                   | –                                 | New candidate<br>External Board Director<br>Independent officer |

#### Policies and procedures for nomination as candidates for Board Director

The Board of Directors of the Company consists of internal Directors who are familiar with the key business areas of the Company, specifically, civil engineering, building and administrative matters, and have adequate knowledge, experience and capabilities as required and external independent Directors who have been engaged in management in other organizations over many years with extensive experience and discernment. The Articles of Incorporation stipulate that the number of Board Directors shall not exceed 12.

A balance of knowledge, experience, and capabilities as well as diversity and scope are taken into account so that the Board of Directors as a whole can contribute to the sustainable growth and the increase of corporate value. The election of senior management executives and nomination of candidates for Board Director is conducted by convening the Governance Advisory Committee, a body chaired by an independent External Board Director where a majority of the members are independent External Board Directors, at which a selection of potential candidates are prepared and presented from among those who are recognized as meeting certain criteria by the President, based on such factors as ability to make proper and prompt decisions with well-balanced capabilities, knowledge and experience, high awareness of compliance, and personality to be a respectable person, and potential candidates are deliberated and determined for proposal to the Board of Directors, at which they are further deliberated and determined.

#### Policy on independence of External Board Directors

The Company's policy is to elect External Board Directors who can fulfill their duties independently and objectively and have no conflict of interest with shareholders. Independence of the External Board Directors is judged in accordance with the Companies Act and the independence criteria provided by the Tokyo Stock Exchange.

#### Outline of contents of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with Board Directors, Audit & Supervisory Board Members, Executive Officers, etc. as the insured (last renewal date: October 1, 2021). Each candidate will be included in the insured of said insurance contract if his or her election is approved in this proposal.

The premiums are fully borne by the Company, and said contract covers legal damages and litigation expenses in the event that a claim for damages is made against the insured officers, etc. due to performance of his or her duties. In addition, as a measure to ensure the appropriateness of the execution of duties by the insured officers, etc., damages, etc. caused by criminal acts, etc. of the insured officers, etc. are not covered.

The Company plans to renew the insurance contract with the same contents during the term of office of the Board Directors under this proposal.

| Candidate No.   | Name<br>(Date of birth)  | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 1   | <p>Masato Fukutomi<br/>February 4, 1957 (65 years old)</p> <p>Reelection</p> <p>Tenure as Board Director<br/>5 years</p> <p>Attendance at Board meetings during the FYE March 31, 2022<br/>16 of 16 meetings<br/>(Attendance rate: 100%)</p> | <p>Apr. 1979    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    Manager of Business Development Department, Nagoya Branch</p> <p>June 2006    General Manager of Business Development Department, Nagoya Branch</p> <p>Apr. 2009    Deputy Director of Kyushu Branch and General Manager of Business Development Department, Kyushu Branch</p> <p>Apr. 2011    Executive Officer, Director of Kyushu Branch</p> <p>Apr. 2013    Executive Officer, Director of Kanto Civil Branch of the Company</p> <p>Apr. 2014    Managing Executive Officer, Director of Kanto Civil Branch</p> <p>Apr. 2017    Vice President, in charge of Civil Engineering Division</p> <p>June 2017    Board Director and Vice President, in charge of Civil Engineering Division</p> <p>Apr. 2018    Representative Director and President (current position)<br/>(up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 13,100 shares                        |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the construction business. He has led decision making on important managerial matters and supervision of business execution as Chair of the Board of Directors.<br/>The Company believes that he will continue to provide leadership in the promotion of the Medium-Term Management Plan toward the realization of HAZAMA ANDO VISION2030, and work toward the sustainable growth of the Company and the enhancement of corporate value for all stakeholders, and has therefore continuously nominated him as a candidate for Board Director.</p> |  |  |                                      |



| Candidate No.   | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 2   | <p style="text-align: center;">Toru Ikegami<br/>February 3, 1960 (62 years old)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Tenure as Board Director<br/>6 years</p> <p>Attendance at Board meetings during the FYE March 31, 2022<br/>16 of 16 meetings<br/>(Attendance rate: 100%)</p> | <p>Apr. 1984    Joined HAZAMA CORPORATION</p> <p>June 2004    General Manager of Hatsudai Construction Sites, Tokyo Branch</p> <p>June 2007    General Manager of Ohashi Construction Sites, Kanto Civil Branch</p> <p>Apr. 2012    Deputy Director of Kanto Civil Branch</p> <p>Apr. 2013    Deputy Director of Nagoya Branch of the Company</p> <p>Apr. 2014    Executive Officer, Director of Nagoya Branch</p> <p>Apr. 2016    Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office</p> <p>June 2016    Board Director and Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office</p> <p>Apr. 2017    Board Director and Managing Executive Officer, Director of Civil Engineering Division and Director of Kanto Civil Branch</p> <p>Apr. 2018    Board Director and Senior Managing Executive Officer, Director of Civil Engineering Division</p> <p>Apr. 2019    Board Director and Vice President, Director of Construction Division</p> <p>Apr. 2021    Board Director and Vice President, in charge of Construction Division, and in charge of New Business</p> <p>Apr. 2022    Board Director and Vice President, supervising Construction Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 16,100 shares                        |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the construction business. He has promoted overall business strategy on civil engineering construction and building construction, and has been in charge of decision making on important managerial matters and supervision of business execution.</p> <p>The Company believes that he will continue to contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Corporate Management / Management Strategy," "Environmental Strategy," and "Technology Development / DX Strategy," and has therefore continuously nominated him as a candidate for Board Director.</p> |   |  |                                      |

| Candidate No.   | Name<br>(Date of birth)  | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 3   | <p>Muneo Gomi<br/>February 22, 1960 (62 years old)</p> <p>Reelection</p> <p>Tenure as Board Director<br/>3 years</p> <p>Attendance at Board meetings during the FYE March 31, 2022<br/>16 of 16 meetings<br/>(Attendance rate: 100%)</p> | <p>Apr. 1983    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    Manager of Business Development Department, Civil Engineering Division</p> <p>July 2009    General Manager of Project Strategy Department, Civil Engineering Division</p> <p>Apr. 2012    Deputy General Manager of Kanto Civil Engineering Branch and General Manager of Business Development Department No.1</p> <p>Apr. 2013    Deputy General Manager of Kanto Civil Engineering Branch of the Company</p> <p>Apr. 2014    Executive Officer, Deputy General Manager of Kanto Civil Engineering Branch</p> <p>Apr. 2015    Executive Officer, General Business Development Manager of Civil Engineering Division</p> <p>Apr. 2016    Managing Executive Officer, General Business Development Manager of Civil Engineering Division</p> <p>Apr. 2018    Senior Managing Executive Officer, in charge of Civil Engineering Division</p> <p>Apr. 2019    Vice President, Director of Business Development Division</p> <p>June 2019    Board Director and Vice President, Director of Business Development Division</p> <p>Apr. 2021    Board Director and Vice President, in charge of Business Development Division</p> <p>Apr. 2022    Board Director and Vice President, supervising Business Development Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 4,200 shares                         |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the construction business. He has overseen the business execution for civil engineering and building construction, and has been in charge of decision making on important managerial matters and supervision of business execution.</p> <p>The Company believes that he will continue to contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Corporate Management / Management Strategy," "Sales / Marketing," and "Environmental Strategy," and has therefore continuously nominated him as a candidate for Board Director.</p> |  |  |                                      |

| Candidate No.   | Name (Date of birth)   | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 4   | <p style="text-align: center;">Atsushi Sugao<br/>January 1, 1962 (60 years old)</p> <p style="text-align: center;">New candidate</p> | <p>Apr. 1985    Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2009    General Manager, OSAKA-CHUO Branch of Mizuho Bank, Ltd.</p> <p>Apr. 2012    General Manager of Business Banking Coordination Department</p> <p>Apr. 2013    Executive Officer, General Manager of Business Banking Coordination Department*</p> <p>Apr. 2014    Executive Officer, General Manager of Sales Department VIII</p> <p>June 2016    Managing Executive Officer, in deputy charge of Business Strategy &amp; Planning Group and in deputy charge of Accounting Group of Orient Corporation</p> <p>Apr. 2017    Managing Executive Officer, in charge of Corporate Planning Group and in charge of Accounting Group</p> <p>Aug. 2020    Senior Managing Executive Officer, in charge of Corporate Planning Group</p> <p>June 2021    Joined the Company, Senior Managing Executive Officer, in charge of inspections</p> <p>Apr. 2022    Vice President, in charge of inspections (current position) (up to the present)</p> <p style="padding-left: 20px;">* Executive Officer, General Manager of Business Banking Coordination Department of Mizuho Financial Group, Inc.<br/>Executive Officer, General Manager of Business Banking Coordination Department of Mizuho Corporate Bank, Ltd.</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 500 shares                           |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in finance operations over many years and possesses extensive experience and knowledge obtained through working in financial institutions. He has led sustainability efforts in a leading credit company and, since assuming the position of Senior Managing Executive Officer of the Company in 2021, has been in charge of inspections and engaged in risk management.</p> <p>The Company believes that he will contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Finance / Accounting," "Risk Management / Compliance," and "Human Resources Development / Diversity," and has therefore newly nominated him as a candidate for Board Director.</p> |  |  |                                      |

| Candidate No.   | Name<br>(Date of birth)  | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 5   | <p style="text-align: center;">Shinya Miyamori<br/>March 26, 1959 (63 years old)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Tenure as Board Director<br/>5 years</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2022<br/>16 of 16 meetings<br/>(Attendance rate: 100%)</p> | <p>Apr. 1983    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    Accounting Manager of Administration Department of AOYAMA KANZAI CORPORATION</p> <p>Aug. 2006    General Manager of Administration Department, Shikoku Branch of HAZAMA CORPORATION</p> <p>Oct. 2007    General Manager of Administration Department, Tohoku Branch</p> <p>July 2009    Deputy General Manager of Finance Department, Business Administration Planning Division</p> <p>Oct. 2009    General Manager of Finance Department, Business Administration Planning Division</p> <p>Apr. 2013    General Manager of Finance Department, Administration Division of the Company</p> <p>Jan. 2016    Deputy Director of Administration Division and General Manager of Finance Department, Administration Division</p> <p>Apr. 2016    Executive Officer, Director of Administration Division in charge of Disaster Management</p> <p>June 2017    Board Director and Executive Officer, Director of Administration Division and in charge of Disaster Management</p> <p>Apr. 2018    Board Director and Managing Executive Officer, Director of Administration Division and in charge of Disaster Management</p> <p>Apr. 2022    Board Director and Senior Managing Executive Officer, in charge of Finance, Director of Administration Division and in charge of Disaster Management (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 1,800 shares                         |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate possesses extensive experience and knowledge obtained through engagement in the financial divisions over many years. He has been engaged in decision making of important matters in management and in supervision of business execution such as overseeing company-wide area of administration.<br/>The Company believes that he will continue to contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Finance / Accounting" and "Risk Management / Compliance," and has therefore continuously nominated him as a candidate for Board Director.</p> |  |  |                                      |

| Candidate No.   | Name<br>(Date of birth)  | Career summary, and position and responsibility in the Company  | Number of the Company's shares owned |
|---|--|---|--------------------------------------|
| 6   | <p style="text-align: center;">Ichiro Kato<br/>June 19, 1960 (61 years old)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Tenure as Board Director<br/>1 year</p> <p>Attendance at Board meetings during the FYE March 31, 2022<br/>13 of 13 meetings<br/>(Attendance rate: 100%)</p> | <p>Apr. 1983    Joined HAZAMA CORPORATION</p> <p>Oct. 1996    General Manager of Saruhashi Tunnel Construction Sites, Civil Engineering Project Department, Yokohama Branch</p> <p>Apr. 2004    General Manager of Kurokawa Tunnel No. 1 Construction Sites, Construction Group No. 3, Civil Engineering Department, Tokyo Branch</p> <p>May 2006    General Manager of Yokomizu Shield Construction Sites, Civil Engineering Department, Kanto Civil Engineering Branch</p> <p>Nov. 2010    General Manager of Civil Engineering Department, Kanto Civil Engineering Branch</p> <p>Apr. 2013    General Manager of Civil Engineering Department, Kanto Civil Branch of the Company</p> <p>Apr. 2014    Deputy Director of Kanto Civil Branch</p> <p>Apr. 2018    Executive Officer, Director of Kanto Civil Branch</p> <p>Apr. 2019    Executive Officer, Director of Kanto Branch</p> <p>Apr. 2020    Managing Executive Officer, Director of Kanto Branch</p> <p>Apr. 2021    Managing Executive Officer, Director of Construction Division</p> <p>June 2021    Board Director and Managing Executive Officer, Director of Construction Division (current position)<br/>(up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 1,900 shares                         |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the construction business. He has been engaged in decision making of important matters in management and in supervision of business execution such as overseeing the construction of civil engineering and building construction businesses.</p> <p>The Company believes that he will continue to contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Safety / Quality Control," "Environmental Strategy," and "Technology Development / DX Strategy," and has therefore continuously nominated him as a candidate for Board Director.</p> |  |   |                                      |

| Candidate No.  | Name<br>(Date of birth)  | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|--|--|--|--------------------------------------|
| 7  | <p>Takeshi Komatsu<br/>November 13, 1957 (64 years old)</p> <p>Reelection</p> <p>Tenure as Board Director<br/>1 year</p> <p>Attendance at Board meetings during the FYE March 31, 2022<br/>13 of 13 meetings<br/>(Attendance rate: 100%)</p> | <p>Apr. 1982    Joined ANDO Corporation</p> <p>Apr. 2009    General Manager of Construction Department, Kyushu Branch</p> <p>Apr. 2010    Deputy Director of Kyushu Branch</p> <p>Apr. 2012    Director of Hiroshima Branch</p> <p>Apr. 2013    Executive Officer, Deputy Director, Kyushu Branch of the Company</p> <p>Apr. 2015    Executive Officer, Director of Kyushu Branch</p> <p>Apr. 2018    Executive Officer, Director of Nagoya Branch</p> <p>Apr. 2019    Executive Officer, Director of Tokyo Branch</p> <p>Apr. 2020    Managing Executive Officer, Director of Tokyo Branch</p> <p>Apr. 2021    Managing Executive Officer, Director of Business Development Division</p> <p>June 2021    Board Director and Managing Executive Officer, Director of Business Development Division (current position)<br/>(up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 6,600 shares                         |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in building construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the construction business. He has been engaged in decision making of important matters in management and in supervision of business execution such as overseeing of sales of civil engineering and building construction businesses.</p> <p>The Company believes that he will continue to contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Sales / Marketing" and "Safety / Quality Control," and has therefore continuously nominated him as a candidate for Board Director.</p> |  |  |                                      |

| Candidate No.  | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  | Number of the Company's shares owned |
|--|---|---|--------------------------------------|
| 8  | Kazuhiko Kuniya<br>September 12, 1963 (58 years old)<br><br>New candidate | <p>Apr. 1988    Joined HAZAMA CORPORATION</p> <p>Apr. 2016    General Manager of Civil Engineering Projects Planning Department, Civil Engineering Division of the Company</p> <p>July 2018    General Manager of Business Administration Planning Department, President Office and General Manager of Civil Engineering Projects Planning Department, Civil Engineering Division</p> <p>Apr. 2019    General Manager of Business Administration Planning Department, Deputy Director of Construction Division</p> <p>Apr. 2020    Executive Officer, Deputy Director of Tokyo Branch</p> <p>Apr. 2021    Executive Officer, Director of Kanto Branch</p> <p>Apr. 2022    Managing Executive Officer, in charge of Information, Director of Corporate Strategy Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | 0 shares                             |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director<br/>The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the construction business. He has also overseen business administration planning and DX divisions and promoted innovation toward the sustainable growth of the Company such as environmental measures, including decarbonization, and DX strategies.</p> <p>The Company believes that he will contribute to the sustainable growth and enhancement of corporate value of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Corporate Management / Management Strategy," "Environmental Strategy," and "Technology Development / DX Strategy," and has therefore newly nominated him as a candidate for Board Director.</p> |   |   |                                      |

| Candidate No.   | Name<br>(Date of birth)  | Career summary, and position and responsibility in the Company   | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 9   | Masami Fujita<br>September 22, 1956 (65 years old)<br><br>Reelection<br><br>Candidate for External Board Director<br>Independent officer<br><br>Tenure as External Board Director<br>5 years<br><br>Attendance at Board meetings during the FYE March 31, 2022<br>16 of 16 meetings<br>(Attendance rate: 100%) | Apr. 1980 Joined Fujitsu Limited<br>Dec. 2001 General Manager of Secretary Department<br>June 2006 Executive Officer<br>June 2009 Managing Executive Officer<br>Apr. 2010 Vice President<br>June 2010 Board Director and Vice President<br>June 2012 Representative Director and Vice President<br>Apr. 2016 Representative Director and President of Fujitsu Marketing Limited (currently Fujitsu Japan Limited)<br>June 2017 External Board Director of the Company (current position)<br>Apr. 2019 Executive Vice President and Corporate Officer of SHINKO ELECTRIC INDUSTRIES CO., LTD.<br>June 2019 President and Representative Director<br>June 2021 Chairman and Representative Director (current position) (up to the present)<br><br>Significant concurrent positions outside the Company<br>Chairman and Representative Director of SHINKO ELECTRIC INDUSTRIES CO., LTD. | 4,400 shares                         |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for External Board Director and outline of expected roles<br/>The candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area. Within the Company, he has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an External Board Director based on his experience. Therefore, the Company has continuously nominated him as a candidate for External Board Director because it judges that he will continue to appropriately execute his duties such as supervision of the Company's management.</p> <p>After his appointment, the Company expects him to exercise supervision and check functions over the Company's overall management as an External Board Director of the Company by utilizing experience and insight that he has cultivated so far, especially in the fields of "Corporate Management / Management Strategy," "Risk Management / Compliance," and "Human Resources Development / Diversity."</p> <p>Moreover, the Company will continue to appoint him as the chairman of the Governance Advisory Committee and the Compliance Promotion Committee.</p> |  |  |                                      |

- Notes:
- Mr. Fujita is a candidate for External Board Director.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Fujita to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Mr. Fujita is approved, the Company plans to renew the agreement with him.
  - The Company judges that Mr. Fujita's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Mr. Fujita and general shareholders. If the reelection of Mr. Fujita is approved, the Company plans to reappoint him as an independent officer and notify TSE of such reappointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
The Company has business relationship with SHINKO ELECTRIC INDUSTRIES CO., LTD., including contract construction. Sales from SHINKO ELECTRIC INDUSTRIES CO., LTD. for the last three years accounted for less than 0.1% of the consolidated net sales of the Company for both FYE March 31, 2020 and FYE March 31, 2021, and less than 0.5% of the consolidated net sales of the Company for FYE March 31, 2022; the impact of SHINKO ELECTRIC INDUSTRIES CO., LTD. on the Company is minimal. There is no other business relationship for the last three years between SHINKO ELECTRIC INDUSTRIES CO., LTD. and the Company, and the Company judges that there is no special interest between them. Fujitsu Marketing Limited (currently Fujitsu Japan Limited), where the candidate was appointed as Representative Director and President until December 2018, has a business relationship with the Company, including delivery of computers. Sales from the Company has been less than 0.5% of Fujitsu Marketing Limited's sales for the last three years and the impact of the Company on Fujitsu Marketing Limited is minimal. There is no other business relationship for the last three years between Fujitsu Marketing Limited and the Company, and the Company judges that there is no special interest between them.
  - Mr. Fujita has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Mr. Fujita does not plan to receive a large amount of cash or other property from the Company or a specified affiliated



business operator for the Company, and has never received such payment for the last two years.

7. Mr. Fujita is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Mr. Fujita has no special opinion about the above description of his career summary, etc.

| Candidate No.   | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  | Number of the Company's shares owned |
|---|---|---|--------------------------------------|
| 10  | <p>Mariko Kitagawa<br/>April 3, 1965 (57 years old)</p> <p>Reelection</p> <p>Candidate for External Board Director<br/>Independent officer</p> <p>Tenure as External Board Director<br/>5 years</p> <p>Attendance at Board meetings during the FYE March 31, 2022<br/>16 of 16 meetings<br/>(Attendance rate: 100%)</p> | <p>May 1999 Joined Tsukishima Soko Co., Ltd.<br/>July 2000 General Manager of IT Department<br/>June 2001 Board Director of Simax Co., Ltd. (current position)</p> <p>June 2002 Board Director of Tsukishima Soko Co., Ltd.<br/>Apr. 2003 Board Director, Deputy Director of Sales Division</p> <p>June 2004 Representative Director and President (current position)</p> <p>June 2007 Board Director of Tsukishima Butsuryu Service K.K. (current position)</p> <p>June 2017 External Board Director of the Company (current position)<br/>(up to the present)</p> <p>Significant concurrent positions outside the Company<br/>Representative Director and President of Tsukishima Soko Co., Ltd.<br/>Board Director of Tsukishima Butsuryu Service K.K.<br/>Board Director of Simax Co., Ltd.</p> | 0 shares                             |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for External Board Director and outline of expected roles<br/>The candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area. Within the Company, she has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an External Board Director based on her experience. Therefore, the Company has continuously nominated her as a candidate for External Board Director because it judges that she will continue to appropriately execute her duties such as supervision of the Company's management.</p> <p>After her appointment, the Company expects her to supervise the management from an objective standpoint independent of the business executives as an External Board Director of the Company, by utilizing experience and insight that she has cultivated so far, especially in the fields of "Corporate Management / Management Strategy," "Sales / Marketing," and "Human Resources Development / Diversity."</p> <p>Moreover, the Company will continue to appoint her as a member of the Governance Advisory Committee.</p> |   |   |                                      |

- Notes:
- Ms. Kitagawa is a candidate for External Board Director.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kitagawa to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Ms. Kitagawa is approved, the Company plans to renew the agreement with her.
  - The Company judges that Ms. Kitagawa's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Ms. Kitagawa and general shareholders. If the reelection of Ms. Kitagawa is approved, the Company plans to reappoint her as an independent officer and notify TSE of such reappointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
The Company has business relationship with Tsukishima Soko Co., Ltd., such as contract construction. Sales from Tsukishima Soko Co., Ltd. for the last three years accounted for less than 0.5% of the consolidated net sales of the Company for FYE March 31, 2020, showed no transactions during FYE March 31, 2021, and accounted for less than 0.1% of the consolidated net sales of the Company for FYE March 31, 2022; the impact of Tsukishima Soko Co., Ltd. on the Company is minimal. In addition, Tsukishima Soko Co., Ltd. has business relationship with the Company such as conclusion of a lease agreement. Lease income from the Company has been less than 0.5% of the net sales of Tsukishima Soko Co., Ltd. for the last three years. The impact of the Company on Tsukishima Soko Co., Ltd. is minimal. Since there is no other business relationship during the last three years, the Company judges that there is no special interest between Tsukishima Soko Co., Ltd. and the Company.  
The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.
  - Ms. Kitagawa has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Ms. Kitagawa does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
  - Ms. Kitagawa is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
  - Ms. Kitagawa has no special opinion about the above description of her career summary, etc.

| Candidate No.   | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  | Number of the Company's shares owned |
|---|---|---|--------------------------------------|
| 11  | Mieko Kuwayama<br>March 30, 1948 (74 years old)<br><br>Reelection<br><br>Candidate for External Board Director<br>Independent officer<br><br>Tenure as External Board Director<br>4 years<br><br>Attendance at Board meetings during the FYE March 31, 2022<br>16 of 16 meetings<br>(Attendance rate: 100%) | <p>Apr. 1970    Joined Shiseido Company, Limited</p> <p>Apr. 2004    General Manager of CSR Department (Retired from Shiseido Company, Limited in June 2007)</p> <p>Apr. 2008    Part-time Lecturer of Faculty of Economics at Komazawa University</p> <p>Apr. 2009    Chief Researcher of Business Ethics Research Center</p> <p>June 2012    Specially Appointed Professor of Graduate School of Law at Hitotsubashi University</p> <p>Apr. 2015    Visiting Researcher of Hitotsubashi CFO Research Center (current position)</p> <p>Apr. 2015    Visiting Researcher of Mission Management Research Institute at Meiji University</p> <p>June 2017    External Board Director of FUJITSU GENERAL LIMITED (current position)</p> <p>Apr. 2018    Senior Researcher of Business Ethics Research Center (current position)</p> <p>June 2018    External Board Director of the Company (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company<br/>Senior Researcher of Business Ethics Research Center<br/>Visiting Researcher of Hitotsubashi CFO Research Center<br/>External Board Director of FUJITSU GENERAL LIMITED (Securities Code: 6755)</p> | 2,700 shares                         |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for External Board Director and outline of expected roles<br/>The candidate has been involved in the research on corporate management, and possesses expertise as well as extensive business experience gained in other enterprises and experience and insight as an External Board Director. Within the Company, she has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an External Board Director based on her experience. Therefore, the Company has continuously nominated her as a candidate for External Board Director because it judges that she will continue to appropriately execute her duties such as supervision of the Company's management. After her appointment, the Company expects her to supervise the management from an objective standpoint independent of the business executives as an External Board Director of the Company, by utilizing experience and insight that she has cultivated so far, especially in the fields of "Sales / Marketing," "Risk Management / Compliance," and "Human Resources Development / Diversity."<br/>Moreover, the Company will continue to appoint her as a member of the Governance Advisory Committee.</p> |   |   |                                      |

- Notes:
- Ms. Kuwayama is a candidate for External Board Director.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kuwayama to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Ms. Kuwayama is approved, the Company plans to renew the agreement with her.
  - The Company judges that Ms. Kuwayama's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Ms. Kuwayama and general shareholders. If the reelection of Ms. Kuwayama is approved, the Company plans to reappoint her as an independent officer and notify TSE of such reappointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
FUJITSU GENERAL LIMITED holds less than 0.02% of the total number of shares issued by the Company as of March 2022. The Company has less than 0.2% of the total number of shares issued by FUJITSU GENERAL LIMITED as of March 2022. The Company has business relationship with FUJITSU GENERAL LIMITED including contract construction. Sales from FUJITSU GENERAL LIMITED for the last three years are less than 0.5% of the consolidated net sales of the Company for FYE March 31, 2020 and less than 0.1% of the consolidated net sales of the Company for FYE March 31, 2021 and FYE March 31, 2022; the impact of FUJITSU GENERAL LIMITED on the Company is minimal. In addition, FUJITSU GENERAL LIMITED has business relationship with the Company such as equipment rental. Sales from the Company for the last three years showed no transactions for FYE March 31, 2020, and accounted for less than 0.1% of the net sales of FUJITSU GENERAL LIMITED for FYE March 31, 2021 and FYE March 31, 2022; The impact of the Company on FUJITSU GENERAL LIMITED is minimal. There is no other business relationship for the last three years between FUJITSU GENERAL LIMITED and the Company, and the Company judges that there is no special interest between them.  
The Company has had no business relationship for the last three years with any other organizations where the candidate

holds significant concurrent positions and there is no special interest between them and the Company.

5. Ms. Kuwayama has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
6. Ms. Kuwayama does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
7. Ms. Kuwayama is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Ms. Kuwayama has no special opinion about the above description of her career summary, etc.

| Candidate No.  | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  | Number of the Company's shares owned |
|--|---|---|--------------------------------------|
| 12   | Rie Kawaguchi<br>April 10, 1965 (57 years old)<br><br>New candidate<br><br>Candidate for External Board Director<br>Independent officer | <p>Apr. 1990    Joined Murata Morihiro Accounting Office (current Ernst &amp; Young Tax Co.)</p> <p>Sep. 1995    Joined Global Online Japan Co., Ltd.</p> <p>Apr. 1996    Registered as a tax accountant</p> <p>Aug. 1996    Board Director, Fukuoka M&amp;A Center Co., Ltd. (current position)</p> <p>Sep. 2001    Joined KVH Co., Ltd. (current Colt Technology Services Co., Ltd.)</p> <p>Feb. 2003    Passed USCPA exam</p> <p>May 2004    Board Director, Chikura Shobo Co., Ltd. (current position)</p> <p>Apr. 2015    Member of Kawaguchi Tax Accountant Office (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Board Director, Chikura Shobo Co., Ltd.</p> <p>Board Director, Fukuoka M&amp;A Center Co., Ltd.</p> <p>Member of Kawaguchi Tax Accountant Office</p> | 0 shares                             |
| <p>Relationship of special interest between the candidate and the Company</p> <p>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for External Board Director and outline of expected roles</p> <p>The candidate has been engaged in management of enterprises involved in the business other than construction, which is the Company's key business area, and possesses a high level of expertise and insight as well as expertise and experience as a tax accountant, etc. Thus, the Company has judged that she will bring more transparency in the Company's operations and contribute towards bolstering corporate governance, and has therefore newly nominated her as a candidate for External Board Director.</p> <p>After her appointment, the Company expects her to supervise the management from an objective standpoint independent of the business executives as an External Board Director of the Company, by utilizing experience and insight that she has cultivated so far, especially in the fields of "Finance / Accounting" and "Human Resources Development / Diversity."</p> <p>Moreover, the Company will appoint her as a member of the Governance Advisory Committee.</p> |   |   |                                      |

- Notes:
- Ms. Kawaguchi is a candidate for External Board Director.
  - If the election of Ms. Kawaguchi is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company will enter into an agreement with Ms. Kawaguchi to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  - The Company judges that Ms. Kawaguchi's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Ms. Kawaguchi and general shareholders. If the election of Ms. Kawaguchi is approved, the Company plans to appoint her as an independent officer and notify TSE of such appointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
The Company has had no business relationship for the last three years with any organizations where the candidate holds significant concurrent positions, and there is no special interest between them and the Company.
  - Ms. Kawaguchi has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Ms. Kawaguchi does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
  - Ms. Kawaguchi is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
  - Ms. Kawaguchi has no special opinion about the above description of her career summary, etc.

(Reference)

Knowledge, Experience, and Abilities Especially Expected for Board Directors after the Approval of Proposal No.3 (Skill Matrix)

| Name            | Corporate Management / Management Strategy | Sales / Marketing | Safety / Quality Control | Environmental Strategy | Technology Development / DX Strategy | Finance / Accounting | Risk Management / Compliance | Human Resources Development / Diversity |
|-----------------|--|-------------------|--------------------------|------------------------|--------------------------------------|----------------------|------------------------------|---|
| Masato Fukutomi | ●  |                   | ●                        | ●                      |                                      |                      |                              | ●                                       |
| Toru Ikegami    | ●  |                   |                          | ●                      | ●                                    |                      |                              |   |
| Muneo Gomi      | ●  | ●                 |                          | ●                      |                                      |                      |                              |   |
| Atsushi Sugao   |  |                   |                          |                        |                                      | ●                    | ●                            | ●                                       |
| Shinya Miyamori |  |                   |                          |                        |                                      | ●                    | ●                            |   |
| Ichiro Kato     |  |                   | ●                        | ●                      | ●                                    |                      |                              |   |
| Takeshi Komatsu |  | ●                 | ●                        |                        |                                      |                      |                              |   |
| Kazuhiko Kuniya | ●  |                   |                          | ●                      | ●                                    |                      |                              |   |
| Masami Fujita   | ●  |                   |                          |                        |                                      |                      | ●                            | ●                                       |
| Mariko Kitagawa | ●  | ●                 |                          |                        |                                      |                      |                              | ●                                       |
| Mieko Kuwayama  |  | ●                 |                          |                        |                                      |                      | ●                            | ●                                       |
| Rie Kawaguchi   |  |                   |                          |                        |                                      | ●                    |                              | ●                                       |

(Note) The above table shows the knowledge, experience, and abilities especially expected for Board Directors and does not represent all the knowledge, etc. possessed by the candidates.

To achieve the long-term HAZAMA ANDO VISION2030 by realizing Four Value Creation — “Create customer value,” “Create shareholder value,” “Create environmental value,” and “Create employee value” — laid out in the vision, the Board of Directors has defined important areas of the Skill Matrix in the Board of Directors including “Corporate Management / Management Strategy,” “Sales / Marketing,” “Safety / Quality Control,” “Environmental Strategy,” “Technology Development / DX Strategy,” “Finance / Accounting,” “Risk Management / Compliance,” and “Human Resources Development / Diversity.” Then, the Board of Directors has appointed the people with diversity who can be expected to possess and exercise knowledge, experience, and abilities, as candidates of Board Directors. The abovementioned candidates proposed by the Company were deliberated in the Governance Advisory Committee (voluntary Nominating and Compensation Committee), and the Board of Directors has proposed in the General Meeting after resolution in the Board of Directors Meeting upon receiving a report from the Committee that recognized the candidates were most appropriate.

[Definition of each skill]

The important areas specified to achieve the long-term HAZAMA ANDO VISION2030 by realizing Four Value Creation — “Create customer value,” “Create shareholder value,” “Create environmental value,” and “Create employee value” — laid out in the VISION.

| Skills                                     | Relevance to VISION 2030              | Definition   |
|--|---------------------------------------|--|
| Corporate Management / Management Strategy | —                                     | Skills to contribute to sustainable growth of the Company aiming to realize Four Value Creation by utilizing experience, etc. in corporate management and important corporate decision making, as well as experience, etc. in establishment of corporate strategies. |
| Sales / Marketing                          | Customer value<br>Shareholder value   | Skills to contribute to improvement of Customer value and Shareholder value by identifying trends and needs in the market and providing customers with best-suited solutions.  |
| Safety / Quality Control                   | Customer value<br>Employee value      | Skills to contribute to Customer value and Employee value by securing safety in business activities and providing construction and services with high quality.   |
| Environmental Strategy                     | Environmental value                   | Skills to contribute to improvement of Environmental value by sustainable management through decarbonization of business activities and participating in renewable energy projects.  |
| Technology Development / DX Strategy       | Customer value<br>Environmental value | Skills to contribute to improvement of Customer value and Environmental value through revolution of construction production systems by proactive technology development and DX strategy deployment.  |
| Finance / Accounting                       | Shareholder value                     | Skills to contribute to improvement of Shareholder value by enhancement of financial strength and effective utilization of shareholders' equity.   |
| Risk Management / Compliance               | Shareholder value                     | Skills to contribute to improvement of Shareholder value by stabilizing corporate management through appropriate risk management and building trust relationship with society through full enforcement of compliance.  |
| Human Resources Development / Diversity    | Employee value                        | Skills to contribute to improvement of Employee value by employees' career development, workstyle reform, and securing and improving diversity aiming to create environment in which employees can have high integrity and feel job satisfaction.                    |

**Proposal No. 4** Election of One (1) Audit & Supervisory Board Member

The terms of office of Audit & Supervisory Board Member Norio Chonan will expire at the conclusion of this meeting. Therefore, the Company requests approval for the election of one Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The candidate for Audit & Supervisory Board Member is as follows:

| Name<br>(Date of birth)  | Career summary and position in the Company  | Number of the Company's shares owned |
|--|---|--------------------------------------|
| <p>Hirohisa Hirasawa<br/>April 29, 1960 (62 years old)</p> <p>New candidate for<br/>Audit &amp; Supervisory Board<br/>Member</p>   | <p>Apr. 1983    Joined ANDO Corporation</p> <p>Apr. 2008    General Manager of Accounting Department, Administration Division</p> <p>June 2015    General Manager of Administration Division, Metropolitan Area Building Branch of the Company</p> <p>Apr. 2016    General Manager of Finance Department, Administration Division</p> <p>Apr. 2020    General Manager of Administration Department, LCS Business Headquarters (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company<br/>None</p> | <p>0 shares</p>                      |
| <p>Relationship of special interest between the candidate and the Company<br/>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Audit &amp; Supervisory Board Member<br/>The candidate has been engaged in corporate accounting in the accounting and finance divisions of the Company over many years, and possesses extensive experience and knowledge from such as the duties of overseeing the area of administration of branches and divisions.</p> <p>The Company believes that he will contribute to the audit, etc. of business execution of the Company by utilizing his job experience, and has therefore nominated him as a new candidate for the Audit &amp; Supervisory Board Member.</p> |   |                                      |



#### Policies and procedures for nomination as candidate for Audit & Supervisory Board Member

A selection of potential candidates for Audit & Supervisory Board Members are prepared and presented from among those who are recognized by the President as meeting certain criteria by taking into account knowledge on the Company's areas of business, insight into financial matters and diverse viewpoints on corporate management, and the ability to provide valuable advice and suggestions to the Board of Directors. Opinions are also received from the "Governance Advisory Committee" with the proper involvement of external independent Board Directors by seeking their opinions after hearing the views of the Audit & Supervisory Board and receiving its approval, a proposal is then made to the Board of Directors, and deliberated and determined.

#### Outline of contents of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with Board Directors, Audit & Supervisory Board Members, Executive Officers, etc. as the insured (last renewal date: October 1, 2021). The candidate will be included in the insured of said insurance contract if his election is approved in this proposal.

The premiums are fully borne by the Company, and said contract covers legal damages and litigation expenses in the event that a claim for damages is made against the insured officers, etc. due to performance of his or her duties. In addition, as a measure to ensure the appropriateness of the execution of duties by the insured officers, etc., damages, etc. caused by criminal acts, etc. of the insured officers, etc. are not covered.

The Company plans to renew the insurance contract with the same contents during the term of office of the Audit & Supervisory Board Member under this proposal.

**Proposal No. 5****Election of One (1) Substitute Audit & Supervisory Board Member**

The Company also requests approval for the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position in case the incumbent number of Audit & Supervisory Board Members should fall below the number required by laws and regulations.

External Audit & Supervisory Board Members' replacement by substitute Audit & Supervisory Board Member is conditional on the number of External Audit & Supervisory Board Members falling below the number required by laws and regulations, and its term of office will expire when that of the predecessor expires.

The validity of the election of substitute Audit & Supervisory Board Member can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

| Name<br>(Date of birth)   | Career summary and position in the Company  | Number of the Company's shares owned |
|---|---|--------------------------------------|
| Katsuhiko Ito<br>July 2, 1972 (49 years old)<br><br>Candidate for substitute External Audit & Supervisory Board Member<br><br>Independent officer   | Oct. 2000 Registered as an attorney at law and became a member of Tokyo Bar Association<br>Oct. 2000 Joined Takahashi Tetsu Law Office<br>June 2001 Audit & Supervisory Board Member of Nihon Itomic Co., Ltd. (current position)<br>July 2003 Partner, Kasumigaseki Partners Law Office<br>Apr. 2008 Member of Committee on Administration of Legal Training Center, the Tokyo Bar Association (current position)<br>July 2008 Auditor, Nippon Taiko Foundation<br>Jan. 2011 Judicial Commissioner, Tokyo Summary Court (current position)<br>Apr. 2012 Vice-chairperson, Committee on Administration of Legal Training Center, the Tokyo Bar Association<br>June 2020 Auditor, Nippon Taiko Foundation (current position)<br>Dec. 2020 Partner, ITN Partners (current position)<br>Mar. 2021 Outside Director (Audit and Supervisory Committee Member), ZOOM CORPORATION (current position) (up to the present)<br><br>Significant concurrent positions outside the Company<br>Partner, ITN Partners<br>Outside Director (Audit and Supervisory Committee Member), ZOOM CORPORATION | 0 shares                             |
| Relationship of special interest between the candidate and the Company<br>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).<br>Reasons for nomination as candidate for substitute External Audit & Supervisory Board Member<br>The candidate has expertise obtained through working as an attorney at law and experience over many years, and possesses insight of audit as an auditor or audit and supervisory committee member of other enterprises. Therefore, the Company has nominated him as a candidate for substitute Audit & Supervisory Board Member, because it judges that he will impartially and justly execute his duties as External Audit & Supervisory Board Member. |   |                                      |

- Notes:
1. Mr. Ito is a candidate for substitute External Audit & Supervisory Board Member.
  2. If Mr. Ito assumes office of External Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 38, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  3. The Company judges that Mr. Ito's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Mr. Ito and general shareholders. If he assumes office of External Audit & Supervisory Board Member, the Company plans to appoint him as an independent officer and notify TSE of such appointment.
  4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
The Company has had no other business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.
  5. Mr. Ito has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  6. Mr. Ito does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
  7. Mr. Ito is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
  8. Each Audit & Supervisory Board Member has no special opinion about nominating Mr. Ito.

9. Mr. Ito has no special opinion about the above description of his career summary, etc.

#### Policies and procedures for nomination as candidate for Audit & Supervisory Board Member

A selection of potential candidates for Audit & Supervisory Board Members are prepared and presented from among those who are recognized by the President as meeting certain criteria by taking into account knowledge on the Company's areas of business, insight into financial matters and diverse viewpoints on corporate management, and the ability to provide valuable advice and suggestions to the Board of Directors. Opinions are also received from the "Governance Advisory Committee" with the proper involvement of external independent Board Directors by seeking their opinions after hearing the views of the Audit & Supervisory Board and receiving its approval, a proposal is then made to the Board of Directors, and deliberated and determined.

#### Outline of contents of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with Board Directors, Audit & Supervisory Board Members, Executive Officers, etc. as the insured (last renewal date: October 1, 2021). If Mr. Katsuhiko Ito, who is a candidate for a substitute Audit & Supervisory Board Member in this proposal, is appointed as External Audit & Supervisory Board Member, he will be included in the insured of said insurance contract.

The premiums are fully borne by the Company, and said contract covers legal damages and litigation expenses in the event that a claim for damages is made against the insured officers, etc. due to performance of his or her duties. In addition, as a measure to ensure the appropriateness of the execution of duties by the insured officers, etc., damages, etc. caused by criminal acts, etc. of the insured officers, etc. are not covered.

The Company plans to renew the insurance contract with the same contents while the appointment of the substitute Audit & Supervisory Board Member under this proposal is in effect.